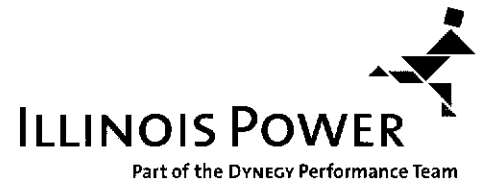


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Illinois Power Company
500 South 27th Street
Decatur, IL 62521-2200



October 31, 2002

Ms. Donna M. Caton
Chief Clerk
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, IL 62701

Dear Ms. Caton:

On behalf of Illinois Power Company, attached herewith for filing are an original and two (2) sets of the following tariff sheets:

Ill. C. C. No. 31 (Schedule of Rates for Electric Service)

Twenty-fifth Revised Sheet No. 2 (Table of Contents – Page 2)
Canceling Twenty-third Revised Sheet No. 2

Original Sheet Nos. 95.21.1 – 95.21.2 (Rider TC – Transition Charge for Customers)

Fifth Revised Sheet Nos. 95.1 – 95.5, 95.7, 95.10 – 95.14, 95.21 (Rider TC – Transition Charge for Customers)
Canceling Fourth Revised Sheet Nos. 95.1 – 95.5, 95.7, 95.10 – 95.14, 95.21

Sixth Revised Sheet Nos. 95.6, 95.8 – 95.9 (Rider TC – Transition Charge for Customers)
Canceling Fifth Revised Sheet Nos. 95.6, 95.8 – 95.9

Second Revised Sheet No. 95.14.1 (Cancellation Sheet)
Canceling First Revised Sheet No. 95.14.1

Eighth Revised Sheet Nos. 88.1 – 88.2, 88.5 (Rider PPO – Power Purchase Option Service)
Canceling Seventh Revised Sheet Nos. 88.1 – 88.2, 88.5

Seventh Revised Sheet Nos. 88.3, 88.7 – 88.8 (Rider PPO – Power Purchase Option Service)
Canceling Sixth Revised Sheet Nos. 88.3, 88.7 – 88.8

Sixth Revised Sheet Nos. 88.4, 88.6 (Rider PPO – Power Purchase Option Service)
Canceling Fifth Revised Sheet Nos. 88.4, 88.6

Fifth Revised Sheet Nos. 88.9, 88.11 (Rider PPO – Power Purchase Option Service)
Canceling Fourth Revised Sheet Nos. 88.9, 88.11

Fourth Revised Sheet No. 88.10 (Rider PPO – Power Purchase Option Service)
Canceling Third Revised Sheet No. 88.10

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Second Revised Sheet Nos. 88.12 – 88.13 (Rider PPO – Power Purchase Option Service)
Canceling First Revised Sheet Nos. 88.12 – 88.13

Third Revised Sheet No. 86.6 (Rider MVI – Market Value Index)
Canceling Second Revised Sheet No. 86.6

The foregoing tariff sheets filed by Illinois Power Company ("Illinois Power" or the "Company") contain the Company's proposed tariff changes addressing the provision of Multi-Year Market Values, Capacity Demand Credit, the "Zuraski" Price Shaping Adjustment, and alterations to certain language relevant to the application of the Company's proposed Rider MVI II tariff. Details of the proposed tariff changes are provided in the attached Supplemental Statement.

Illinois Power believes that the information provided with this filing will be sufficient to satisfy the Commission and that the filed tariff sheets should be allowed to go into effect after the expiration of the 45-day notice period. The Company will supply any information and data that is necessary for the Commission Staff or any interested party to complete its review.

An additional copy of this filing is enclosed which is to be date-stamped and returned to Illinois Power Company for verification of receipt of this filing with your office.

Very truly yours,



Tamara L. Evey
Project/Case Manager
State Regulatory Affairs

Attachments

c: Mr. Richard Zuraski
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, Illinois 62701